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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 11, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Delegation Agreement), dated as of June 30, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Delegation Agreement previously filed with the Board under Recordation Number 23140-C.

The names and addresses of the parties to the enclosed document are:

Lessor:	SNC Fintrack Aquilon 103 Avenue des Champs Elysees 75008 Paris, France
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002
Owner Trustee:	Amtrak Trust HS-EDC-1 c/o Wilmington Trust Company 1100 North Market Street Wilmington DE 19801

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive: AMTK 655.

A short summary of the document to appear in the index is:

Termination and Release (Delegation Agreement).

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

TERMINATION AND RELEASE
DELEGATION AGREEMENT

JAN 11 '07 -11 15 AM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of June 30, 2006 (this "Termination") is between SNC FINTRACK AQUILON, a *société en nom collectif* with a share capital of 1000, having its registered office (*siege social*) at 103, avenue des Champs Elysées, 75008, Paris, France, registered under identification number 432 142 180 (in such capacity, the "Lessor"), NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak") and AMTRAK TRUST HS-EDC-1, a Delaware business trust (the "Trust") all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Owner Trustee").

WITNESSETH:

WHEREAS, Lessor, Amtrak and Owner Trustee have entered into that certain Delegation Agreement dated November 15, 2000, which was filed and recorded on November 15, 2000, 10:11 a.m. with the Surface Transportation Board and has been assigned Recordation Number 23140-C; and

WHEREAS, on the date hereof, Lessor, Amtrak and Owner Trustee have made arrangements satisfactory to each of them to terminate the Delegation Agreement.

NOW, THEREFORE, Lessor, Amtrak and Owner Trustee agree as follows:

Section 1. Termination of the Delegation Agreement and Release of the Units. The Delegation Agreement is hereby terminated, and all right, title and interest of Lessor in and to the Units arising from and through the Delegation Agreement is hereby terminated and released.

Section 2. Further Assurances. Lessor and Owner Trustee hereby agree to execute and deliver to Amtrak such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3. Representations and Warranties. Each of Lessor, Amtrak and Owner Trustee represents and warrants that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. Lessor and Owner Trustee have full authority to terminate and release all of its right, title and interest in and to the Delegation Agreement and to the Units.

Section 4. Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

Je soussigné M^r B. COIRON
Notaire associé à St-Chéron, certifie
Véritable la signature Matérielle de
Wilmington Trust
apposée ci-dessus.



SNC FINTRACK AQUILON

By: [Signature]

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name:

Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity by solely as trustee

Name:

Title:

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK AQUILON

By: _____

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein *ZRS*

Name: Dale M. Stein

Title: Treasurer

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity by solely as trustee

Name:

Title:

IN WITNESS WHEREOF, each of Lessor, Amtrak and Owner Trustee has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

SNC FINTRACK AQUILON

By: _____

Name:

Title:

Address: 103, avenue des Champs Elysées
75008, Paris, France

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____

Name:

Title:

AMTRAK TRUST HS-EDC-1

By: WILMINGTON TRUST COMPANY, not in its
individual capacity by solely as trustee



Name:

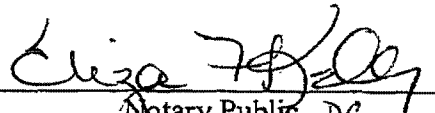
Anita Roselli

Title: **Senior Financial Services Officer**

DISTRICT OF COLUMBIA

)
) ss.:
)

On this 21st day of December, 2006, before me personally appeared Dale M. Stein, to me personally known, who, by me being duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public, DC

My Commission Expires: July 31, 2009

DELAWARE)
) ss.:
NEW CASTLE)

On this 21 day of December, 2006, before me personally appeared Anita Roselli, to me personally known, who, by me being duly sworn, says that he/she is the Sr. FSO of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kimberly E. Faulhaber
Notary Public

My Commission Expires: KIMBERLY ELIZABETH FAULHABER
Notary Public - State of Delaware
My Comm. Expires April 9, 2007

DESCRIPTION OF UNITS

Description

Amtrak Equipment Numbers

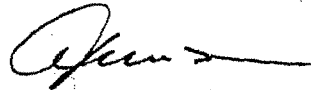
One (1) Dual Cab High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 655
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/11/07



Robert W. Alvord